

RECORDATION NO. 27936 FILED

MAY 11 '09 -1 30 PM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

May 11, 2009

Ms. Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement (Equipment Schedule No. 003), dated as of April 24, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The Fifth Third Leasing Company  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Lessee: Helena Chemical Company  
225 Schilling Blvd.  
Collierville, TN 38017

Ms. Anne K. Quinlan, Esq.  
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A description of the railroad equipment covered by the enclosed document  
is:

1 MH Equipment-5 TM Trackmobile rail car mover, s/n 61111.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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**MEMORANDUM OF LEASE AGREEMENT**

**(Equipment Schedule No. 003)**

**Dated as of April 24, 2009**

**between**

**THE FIFTH THIRD LEASING COMPANY,  
Lessor**

**and**

**HELENA CHEMICAL COMPANY,**

**Lessee**

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. § 11301 on \_\_\_\_\_, 2009, at \_\_\_\_:\_\_\_\_.M  
Recordation Number \_\_\_\_\_

MAY 11 '09 -1 30 PM

## SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of April 24, 2009, is made by and between HELENA CHEMICAL COMPANY, a Delaware corporation ("Lessee"), and THE FIFTH THIRD LEASING COMPANY, an Ohio corporation ("Lessor").

## WITNESSETH

1. Pursuant to a Master Equipment Lease Agreement, dated February 18, 2009, together with Equipment Schedule - No. 003 dated April 24, 2009 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor the equipment as set forth on Exhibit A attached hereto.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Base Lease Term and any Renewal Terms as defined in the Lease Agreement.

3. The Lease Agreement does not contain a hereafter-acquired clause.

4. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

*[Signature page follows]*

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

THE FIFTH THIRD LEASING COMPANY

By: *Gerald Whitfield*

Name: Gerald Whitfield

Title: Gerald Whitfield, VP

STATE OF OHIO )

) ss.:

COUNTY OF HAMILTON )

On this 30th day of April, 2009, before me the subscriber personally appeared Gerald Whitfield, who being by me duly sworn, did depose and say: that he is a VP of THE FIFTH THIRD LEASING COMPANY, the corporation described in and which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

*Nannie E. Horton*

NOTARY PUBLIC

My Commission Expires: 5/18/10



NANNIE E. HORTON  
Notary Public, State of Ohio  
My commission expires 05/18/2010

[Lessor signature page]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessee:

HELENA CHEMICAL COMPANY

By: [Signature]  
Name: Frank K. Patterson  
Title: Mgr. Accounting Operations/Assets

STATE OF OHIO                     )  
                                              ) ss.:  
COUNTY OF SUMMIT            )

On this 27 day of April, 2009, before me the subscriber personally appeared Frank Patterson, who being by me duly sworn, did depose and say: that (s)he is a Mgr. Acct. Ops. of HELENA CHEMICAL COMPANY., a Delaware corporation, described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

[Signature]  
NOTARY PUBLIC

My Commission Expires: MY COMMISSION EXPIRES SEPT. 16, 2009



[Lessee signature page]

**EXHIBIT A**  
**EQUIPMENT DESCRIPTION**

**Lease:** Equipment Schedule No. 003 dated as of April 24, 2009 to Master Equipment Lease Agreement dated as of February 18, 2009.

**Lessor:** THE FIFTH THIRD LEASING COMPANY

**Lessee:** HELENA CHEMICAL COMPANY, a Delaware corporation

Manuf. and/or Vendor Name: MH Equipment – Invoice M20480, dated 2/26/09

Description of Equipment: One (1) 5 TM Trackmobile Rail Car Mover, s/n 61111

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

5/11/09



\_\_\_\_\_  
Robert W. Alvord